

THE COMPANIES ACT 2006

**SPECIAL BUSINESS
of
CINEWORLD GROUP PLC
(the "Company")**

(Passed on 21st May 2012)

At the Annual General Meeting of the Company, duly convened and held on the above date, the following resolutions were passed as Special Business. Resolutions 14 and 17 were passed as Ordinary Resolutions and resolutions 15, 16 and 18 were passed as Special Resolutions.

14. THAT:

- a. the Directors be and they are hereby generally and unconditionally authorised under section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("Rights"):
 - I. up to an aggregate nominal amount of £475,860; and
 - II. comprising equity securities (as defined in section 560 of the Companies Act 2006), up to a nominal amount of a further £475,860 (in addition to any shares issued under a.I above) in connection with an offer by way of a rights issue to:
 - i. ordinary shareholders in proportion as nearly as may be practicable to their existing holdings; and
 - ii. people who are holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities,

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter;
- b. such authorities are to expire (unless previously revoked by the Company) at the conclusion of the next Annual General Meeting of the Company or on 20 August 2013 whichever is the earlier, except that the Company may before such expiry make offers or agreements which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offers or agreements as if the power conferred hereby had not expired; and
- c. all previous authorities to allot shares or grant Rights, to the extent unused, shall be revoked.

15. THAT:

- a. subject to the passing of Resolution 14 above, the Directors be and they are hereby empowered under section 570 and section 573 of the Companies Act 2006 to allot

equity securities (as defined by Section 560 of the Companies Act 2006) for cash pursuant to the authority conferred upon them under Resolution 14 above as if section 561 of the Companies Act 2006 did not apply to any such allotment, provided that this power shall be limited to:

- I. the allotment of equity securities in connection with an offer of equity securities (but in the case of the authority granted under paragraph a.II of Resolution 14, by way of a rights issue only) to:
 - i. ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - ii. people who are holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities,

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

- II. in the case of the authority granted under paragraph a.I of Resolution 14, to the allotment or sale (otherwise than under paragraph a.I of this Resolution 15) of equity securities up to an aggregate nominal amount of £71,380;
 - b. this power shall cease to have effect when the authority given by Resolution 14 is revoked or expires, but the Company may make offers or agreements which would or might require equity securities to be allotted after this authority expires and the Directors may allot equity securities in pursuance of such offers or agreements notwithstanding that the authority has expired; and
 - c. this power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(3) of the Companies Act 2006 as if the words "pursuant to the authority conferred upon them under Resolution 14 above" were omitted from the introductory wording to this resolution.
16. THAT the Company be, and it is hereby, generally and unconditionally authorised for the purpose of sections 693 and 701 of the Companies Act 2006 to make one or more market purchases (within the meaning of Section 693(4) of the Companies Act 2006) of ordinary shares of 1p each in the capital of the Company ("ordinary shares") upon such terms and in such manner as the Directors of the Company shall determine, provided always that:
- a. the maximum aggregate number of ordinary shares hereby authorised to be purchased shall be 21,399,000 (or, if less, 14.99% of the ordinary shares in issue immediately following the passing of this resolution);
 - b. the minimum price which may be paid for an ordinary share shall be 1p per share (exclusive of expenses);
 - c. the maximum price (exclusive of expenses) which may be paid for an ordinary share shall be an amount equal to the higher of:
 - I. 105% of the average of the middle market quotations for an ordinary share (calculated by reference to the London Stock Exchange Daily Official List) for the five business days immediately preceding the day on which the ordinary share is purchased; and

- II. the price stipulated by Article 5(1) of Commission Regulation (EC) No 2273/2003 (the Buy-back and Stabilisation Regulation); and
 - d. unless previously renewed, revoked or varied, the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company or on 20 August 2013 whichever is the earlier, save that the Company may make a contract or contracts to purchase ordinary shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of ordinary shares pursuant to any such contract or contracts.
17. THAT the amendments to the rules of the Cineworld Group 2007 Performance Share Plan, as summarised in the schedule to this Notice of Annual General Meeting, a copy of which is produced in draft to this meeting and for the purposes of identification initialled by the Chairman, are approved, and the Directors are authorised to do all things necessary to adopt and carry them into effect.
18. THAT a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

Richard Ray
Company Secretary
For and on behalf
Cineworld Group plc